

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Royal Group Holdings International Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

ROYAL GROUP HOLDINGS INTERNATIONAL COMPANY LIMITED
皇璽集團控股國際有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 8300)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the EGM to be held at 8/F, Kam Bun Industrial Building, 13 Kwai Wing Road, Kwai Chung, Kwai Tsing District, New Territories, Hong Kong on Wednesday, 17 January 2024 at 2:00 p.m. is set out on pages 6 to 7 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Such form of proxy is also published on the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication and the Company’s website at www.hkrcg.com. Whether or not you intend to attend and vote at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication and on the Company’s website at www.hkrcg.com.

27 December 2023

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Royal Group Holdings International Company Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8300)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Proposed Change of Company Name
“EGM Notice”	the notice convening the EGM set out on pages 6-7 of this circular
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Royal Group Holdings International Company Limited” to “JIN MI FANG GROUP HOLDINGS LIMITED” and the adoption of the dual foreign name of “今米房集團控股有限公司” as the Chinese name of the Company in replace of its existing Chinese name of “皇璽集團控股國際有限公司”
“Share(s)”	ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

ROYAL GROUP HOLDINGS INTERNATIONAL COMPANY LIMITED

皇璽集團控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

Executive Directors:

Mr. Zhou Feng
Mr. Wang Yongqiang
Ms. Zhang Miao
Mr. Wong Man Wai

Non-executive Director:

Ms. Mak Suet Man

Independent non-executive Directors:

Mr. Ho Lik Kwan Luke
Mr. Lam Lap Sing
Ms. Lau Wai Hing

Registered office:

Third Floor, Century Yard
Cricket Square
P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

***Head office and principal place
of business in Hong Kong:***

Unit 603, 6/F, Block A
Hong Kong Industrial Centre
489-491 Castle Peak Road
Kowloon, Hong Kong

27 December 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to (i) the joint announcement dated 9 October 2023; and (ii) the composite document dated 30 October 2023, jointly issued by Sky Shield Investment Limited and the Company. The purpose of this circular is to provide you with, among other matters, further details regarding the Proposed Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to consider and, if thought fit, to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Royal Group Holdings International Company Limited” to “JIN MI FANG GROUP HOLDINGS LIMITED”, and adopt the dual foreign name of “今米房集團控股有限公司” as the Chinese name of the Company in replace of its existing Chinese name of “皇璽集團控股國際有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM to be convened and held; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name by way of issuing a Certificate of Incorporation on Change of Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new dual foreign name in Chinese of the Company in the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing names, and issues a Certificate of Incorporation on Change of Name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

Following completion of the acquisition of shares of the Company by Sky Shield Investment Limited (“**Sky Shield**”) in October 2023 as detailed in the joint announcement of the Company and Sky Shield dated 9 October 2023, Sky Shield and Mr. Zhou Feng (the sole legal and beneficial owner of Sky Shield) have become the new controlling shareholders (as defined in the GEM Listing Rules) of the Company. The Board believes that the new English name and the new Chinese name of the Company will provide the Company with fresh corporate image and clearer identity. The Board is of the opinion that the Proposed Change of Company Name will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of

LETTER FROM THE BOARD

existing share certificates for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English stock short name and Chinese stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name becomes effective. The stock code of the Company will remain to be “8300”.

EGM AND PROXY ARRANGEMENT

The EGM Notice is set out on pages 6 to 7 of this circular. At the EGM, a special resolution will be proposed to approve the Proposed Change of Company Name. In compliance with the GEM Listing Rules, the special resolution will be voted by way of poll and the results of the EGM will be published after the EGM.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM in person or any adjournment thereof (as the case may be) should you so desire.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the EGM Notice will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published by the Company in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The EGM is scheduled to be held on Wednesday, 17 January 2024. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 12 January 2024 to Wednesday, 17 January 2024, both days inclusive, during which no transfer of Shares can be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 11 January 2024.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, and the new English stock short name and the new Chinese stock short name for trading of the Shares on GEM.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM as set out in the EGM Notice on pages 6 to 7 of this circular.

By order of the Board

Royal Group Holdings International Company Limited

皇璽集團控股國際有限公司

Zhou Feng

Chairman and Executive Director

NOTICE OF EGM

ROYAL GROUP HOLDINGS INTERNATIONAL COMPANY LIMITED

皇璽集團控股國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Royal Group Holdings International Company Limited (the “**Company**”) will be held at 8/F, Kam Bun Industrial Building, 13 Kwai Wing Road, Kwai Chung, Kwai Tsing District, New Territories, Hong Kong on Wednesday, 17 January 2024 at 2:00 p.m. for the purposes of considering and, if thought fit, passing and approving the following resolution with or without amendments as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Royal Group Holdings International Company Limited” to “JIN MI FANG GROUP HOLDINGS LIMITED” and the dual foreign name of “今米房集團控股有限公司” be adopted as the Chinese name of the Company in replace of its existing Chinese name of “皇璽集團控股國際有限公司”, with effect from the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new name has been registered; and any one director and/or the company secretary of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the foregoing.”

By order of the Board

Royal Group Holdings International Company Limited

皇璽集團控股國際有限公司

Zhou Feng

Chairman and Executive Director

Hong Kong, 27 December 2023

Registered office:

Third Floor, Century Yard

Cricket Square

P.O. Box 902

Grand Cayman, KY1-1103

Cayman Islands

Head office and principal place

of business in Hong Kong:

Unit 603, 6/F, Block A

Hong Kong Industrial Centre

489-491 Castle Peak Road

Kowloon, Hong Kong

NOTICE OF EGM

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. In order to be valid, the form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person (or in the case of a shareholder of the Company being a corporation, its duly authorised representative) at the EGM or at any adjournment thereof (as the case may be) and in such event, the form of proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the EGM, the register of members will be closed from Friday, 12 January 2024 to Wednesday, 17 January 2024, both days inclusive, during which no transfer of shares of the Company can be registered. In order to qualify to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 11 January 2024.
6. The resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.
7. A form of proxy for use by shareholders of the Company at the EGM is enclosed with this circular.
8. Where there are joint holders of a share of the Company, any one of such holders may vote at the EGM either personally or by proxy in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of such joint holders so presents whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.hkrcg.com to notify shareholders of the Company of the date, time and place of the rescheduled EGM.
10. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Zhou Feng, Mr. Wang Yongqiang, Ms. Zhang Miao and Mr. Wong Man Wai, the non-executive Director is Ms. Mak Suet Man and the independent non-executive Directors are Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing.